

**MEDICAL STAFF BYLAWS**  
**of**  
**BAYSTATE MEDICAL CENTER, INC.**

**As Amended Effective February 14, 2023**

**MEDICAL STAFF BYLAWS  
BAYSTATE MEDICAL CENTER, INC.**

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**MEDICAL STAFF BYLAWS  
BAYSTATE MEDICAL CENTER, INC.**

**ARTICLE I      NAME AND DEFINITIONS**

**1.1      NAME**

The name of this organization is the Medical Staff of Baystate Medical Center.

**1.2      DEFINITIONS**

The following definitions regardless of capitalization apply to these Medical Staff Bylaws, including all appendices:

*Associate Health Professional* means an individual other than a physician, dentist, oral surgeon, podiatrist, physician assistant, nurse practitioner, nurse anesthetist, or nurse midwife applying for or exercising delineated clinical privileges on the associate health professional staff at the Medical Center.

*Board of Trustees* means the governing body of Baystate Medical Center, Inc., the Board Credentialing Committee, or any other committee or individual authorized by the Board of Trustees of Baystate Medical Center, Inc. to act on its behalf on certain matters.

*Clinical Privileges* means the permission granted to an individual to perform at the Medical Center those diagnostic, therapeutic, medical, or surgical services specifically delineated to him or her, including the permission granted to perform any specifically delineated diagnostic, therapeutic, medical, or surgical services via telemedicine link.

*Crisis Clinicians* means a behavioral health clinician applying for or exercising clinical privileges to conduct behavioral health assessments for purposes of making recommendations to attending physicians as part of medical screening examinations of Emergency Department patients or regarding safe discharge planning and disposition at the Medical Center.

*Crisis Supervisors* means a behavioral health clinician applying for or exercising clinical privileges to provide clinical oversight to Crisis Clinicians.

*Ex Officio* means service as a member of a body by virtue of office or position held, and, unless otherwise expressly provided, with voting rights.

*Medical Center* means Baystate Medical Center, Inc. and, where the context requires, the facilities, services, and other activities established, maintained, and carried on from time to time by Baystate Medical Center, Inc.

*Medical Staff* means the Medical Staff of the Medical Center, the formal organization of all appointed Members who have clinical privileges to attend patients or to provide other diagnostic, therapeutic, teaching, or research services at the Medical Center and, where the context requires, the organizational components of the Medical Staff, including its committees and its departments, divisions, services, and other clinical subunits.

*Medical Staff Bylaws* means these Medical Staff Bylaws of the Medical Staff of the Medical Center, including all appendices.

*Member* means a physician, dentist, oral surgeon, podiatrist, physician assistant, nurse practitioner, nurse anesthetist, or nurse midwife member in good standing of the Medical Staff.

*Office of the CEO* means the individual appointed consistent with the bylaws of the Medical Center as the president, chief executive officer, or other senior management officer to act on behalf the Medical Center in the overall executive management of the Medical Center, or his or her designee.

*Physician* means an individual with an M.D. or D.O. degree, who is licensed to practice medicine in any state or certain territories of the United States, consistent with the use of the term “physician” as defined in the federal Health Care Quality Improvement Act.

*Practitioner* means, unless otherwise expressly provided, any physician, dentist, oral surgeon, podiatrist, physician assistant, nurse practitioner, nurse anesthetist, or nurse midwife applying for or exercising clinical privileges or providing other diagnostic, therapeutic, teaching, or research services at the Medical Center.

*Special Notice* means written notification sent by certified mail, return receipt requested; personal delivery, with signed acknowledgment of receipt; or overnight delivery, requiring written acknowledgment of receipt. [Note: Any other type of notice or written notice, express or implied, given by the Medical Center to a practitioner consistent with these Medical Staff Bylaws may be given by any manner of paper or electronic notice, in the discretion of the Medical Center.]

### **1.3 CONSTRUCTION OF TERMS AND HEADINGS**

Words and phrases used in the Medical Staff Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in the Medical Staff Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of the Medical Staff Bylaws.

## **ARTICLE II GENERAL PROVISIONS**

### **2.1 PURPOSES**

The purposes of the Medical Staff, consistent with the bylaws of the Medical Center, shall include the following:

- (a) To provide a mechanism for accountability to the Board of Trustees, through defined components, for the clinical performance and professional and ethical conduct of, and the appropriateness of the patient care services and any teaching and research activities provided by, each individual practitioner, each associate health professional, and each crisis clinician/crisis supervisor with delineated clinical privileges, to the end that patient care provided at the Medical Center is

maintained at a level of quality and efficiency consistent with generally recognized standards of care;

- (b) To provide a framework of self-governance within which Medical Staff members can act with a reasonable degree of freedom;
- (c) To provide a means by which members of the Medical Staff can work with the Board of Trustees for the joint solution of medico-administrative problems and can provide recommendations for the Medical Center's policy-making and planning processes;
- (d) To serve as the collegial body through which individual practitioners may obtain membership prerogatives and clinical privileges at the Medical Center facilities and through which they fulfill the obligations of Medical Staff membership;
- (e) To provide jointly with the Medical Center an appropriate educational setting for graduate and continuing medical education programs for Medical Staff members and, as appropriate, for students, residents, and fellows; and
- (f) To monitor compliance with relevant industry accreditation standards and relevant federal and state laws and regulations concerning Medical Staff and Medical Center operations including, but not limited to, the Health Care Quality Improvement Act, the Health Insurance Portability and Accountability Act of 1996 and related regulations, and the Massachusetts Board of Registration in Medicine regulations.

## **2.2 RESPONSIBILITIES**

To effectuate the purposes enumerated above, the responsibilities of the Medical Staff, consistent with the bylaws of the Medical Center, shall include the following:

- (a) To participate in the Medical Center's continuous quality improvement program by conducting all required and necessary activities for monitoring, evaluating, and improving the quality and efficiency of medical care provided in the Medical Center facilities, including the following:
  - (1) To identify important aspects of care to be monitored and evaluated;
  - (2) To use objective, measurable indicators that reflect current knowledge and clinical experience to systematically monitor the identified important aspects of care;
  - (3) To conduct the traditional medical staff review functions, including review of surgical and other invasive procedures, drug usage, blood usage, medical records, and pharmacy and therapeutics;
  - (4) To evaluate the credentials for appointment and reappointment to the Medical Staff of practitioners and for the delineation of clinical privileges

that may be exercised by associate health professionals and crisis clinicians/crisis supervisors at the Medical Center;

- (5) To promote the appropriate use of the medical and health care resources at the Medical Center for meeting patients' medical, social, and emotional needs; and
- (6) To participate in the Medical Center's quality assessment, risk management, utilization review, corporate compliance, and qualified patient care assessment programs;
- (b) To make recommendations to the Board of Trustees concerning practitioners' appointments and reappointments to the Medical Staff, including membership category and department assignments, clinical privileges, and corrective actions, and concerning the delineated clinical privileges of associate health professionals and crisis clinicians/crisis supervisors at the Medical Center;
- (c) To participate in, conduct, and monitor the Medical Center's medical education and training programs;
- (d) To develop Medical Staff Bylaws and rules and regulations that are consistent with sound professional practices, organizational principles, and external requirements and to enforce compliance with them;
- (e) To participate in the Medical Center's long-range planning activities, to assist in identifying community health needs, and to work jointly with the Board of Trustees in developing and implementing appropriate institutional policies and programs to meet those needs;
- (f) To exercise, through its officers, committees, and other defined organizational components the authority granted by the Medical Staff Bylaws to fulfill these responsibilities in a timely and proper manner; and
- (g) To participate in an organized health care arrangement with the Medical Center, a Baystate Health affiliated covered entity, solely for purposes of compliance with the Health Insurance Portability and Accountability Act of 1996 and related privacy regulations.

The activities involved in carrying out these responsibilities are set forth in more detail in Appendix 1, Medical Staff Organization.

## **2.3 ORGANIZATION OF MEDICAL STAFF**

As set forth in the Medical Staff Bylaws, the Medical Staff shall be organized into clinical departments and, as appropriate, divisions, services, and subunits thereof. There shall be general officers of the Medical Staff with individual responsibilities and authority as set forth in the Medical Staff Bylaws. The purposes and responsibilities of the Medical Staff also may be fulfilled through the functioning of committees as set forth in the Medical Staff Bylaws.



## **2.4 UNIFIED MEDICAL STAFF**

The Medicare Conditions of Participation for Hospitals require that if a hospital is part of a system, the Medical Staff Bylaws must contain provisions that address the option to use a unified medical staff for the system, including the process to accept or opt out of such a unified medical staff.

### **2.4.1 Unification**

The Medical Staff may be included in a unified and integrated medical staff of hospitals affiliated with Baystate Health, Inc., provided that all of the following requirements are satisfied:

- (a) Provision of written notice to all Medical Staff Members that the Board of Trustees has elected to pursue unification of the medical staffs of two or more hospitals within Baystate Health, Inc.; and
- (b) Approval by a two-thirds majority of all Members of the Medical Staff who hold clinical privileges to practice at the Medical Center at any regular or special meeting of the Medical Staff, provided that notice of the proposed unification was mailed or sent electronically to each such Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting.

For purposes of this Section, as provided in and consistent with the Medicare Conditions of Participation, Members of the Affiliated and Honorary Staffs, Members of the Consulting Staff who do not hold clinical privileges to practice on-site at the Medical Center, and Members who hold only telemedicine privileges at the Medical Center shall not be eligible to vote and shall not be included for purposes of determining what constitutes a two-thirds majority of Members holding clinical privileges.

### **2.4.2 Disunification**

The Medical Staff shall have the option to separate itself out of any unified medical staff of Baystate Health, Inc. by a two-thirds majority vote of all Members who hold clinical privileges to practice on-site at the Medical Center at a meeting called for that purpose upon fifteen (15) days' notice to all such Members. Eligibility to participate in such a vote shall be the same as eligibility to vote to approve inclusion in a unified medical staff.

In the interests of fostering the establishment and operation of, and minimizing disruption to the activities of, the unified medical staff: (a) no vote on the issue of disunification shall occur until a minimum of two (2) years from the date the Medical Staff voted to approve its inclusion in the unified medical staff; and (b) the issue of disunification may be put to a vote no more than once every two (2) years.

## **2.5 QUALIFICATIONS AND OBLIGATIONS OF MEMBERSHIP**

Every practitioner who seeks or enjoys Medical Staff membership must, at the time of application, appointment, and continuously thereafter, satisfy the qualifications for and fulfill the obligations of Medical Staff membership as set forth in the Medical Staff Bylaws.

The Board of Trustees may, after notice to and considering any recommendation from the Medical Staff Executive Committee, waive any individual or category-specific qualification when, in its discretion, such waiver will serve the best interests of patient care.

Any practitioner may be required by the Division Chief, Department Chair, Credentials Committee, Medical Staff Executive Committee, Board of Trustees, or other Medical Staff or Medical Center authorities to provide evidence of clinical performance at his or her other institutional or practice affiliations, in such form as may be required in order to permit an informed judgment to be made with respect to his or her competence to exercise any or all of the specific clinical privileges requested at the Medical Center.

## **2.6 APPOINTMENT AND REAPPOINTMENT TO MEDICAL STAFF**

The credentialing procedures for appointment and reappointment to the Medical Staff are set forth in Appendix 2, Credentialing Procedures, of the Medical Staff Bylaws.

## **2.7 MEDICAL STAFF YEAR**

The Medical Staff year shall be the twelve (12) month period commencing on January 1 of each year and ending on December 31 of the same year.

## **2.8 DUES**

The Medical Staff Executive Committee will establish the amount of and the manner of expenditure of annual dues. Notice of dues will be given to the Medical Staff in November, or otherwise annually. Dues are payable on or before January 31 of each year. If dues are not paid by February 1, a special notice of delinquency will be sent to the practitioner, and he or she will be given until March 1 to make payment. Failure to make payment on or before March 1 shall result, unless excused by the Medical Staff Executive Committee for good cause, in the automatic suspension of such practitioner's Medical Staff membership and clinical privileges effective on such deadline and continuing until the practitioner's dues are paid. In any event, however, any practitioner whose membership and privileges have been automatically suspended for failure to pay dues and who fails to pay such outstanding dues on or before April 1 shall be deemed to have voluntarily resigned effective April 1 and such practitioner's membership and privileges shall be automatically terminated effective April 1.

All new Medical Staff members will be billed pro rata for the current year upon their appointment to the Medical Staff. Special assessments may be approved by the Medical Staff or the Medical Staff Executive Committee, and rules of payment similar to those described above will apply.

The following groups of practitioners are exempt from payment of dues and assessments: Consulting Staff and Honorary Staff members.

## **2.9 RULES AND REGULATIONS**

### **2.9.1 Medical Staff Rules and Regulations**

The Board of Trustees holds the Medical Staff responsible for periodic review of the Medical Staff rules and regulations, consistent with the Medical Staff and Medical Center bylaws, policies, and relevant law. Rules and regulations are set standards of practice that are required of each practitioner and have the same force and effect as the Medical Staff Bylaws. The Medical Staff rules and regulations shall be reviewed at least annually. Suggestions for amendments to the Medical Staff rules and regulations shall, in the usual course, be referred to the Medical Staff Executive Committee.

Subject to approval by the Board of Trustees, the Medical Staff Executive Committee shall adopt and amend such Medical Staff rules and regulations on behalf of the Medical Staff as may be necessary to implement more specifically the general principles found in the Medical Staff Bylaws. The Medical Staff Executive Committee may act for the Medical Staff in adopting or amending the Medical Staff rules and regulations, subject to the approval of the Board of Trustees, provided that written notice of any such amendments to the Medical Staff rules and regulations shall be given to each Member as soon as reasonably practicable after the Board of Trustees has approved such amendments. The Medical Staff rules and regulations also may be adopted or amended by the Medical Staff, subject to approval by the Board of Trustees, at a regular or special meeting called for that purpose, provided that a copy of the proposed amendment was mailed or made available to each voting Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting.

Amendments to the Medical Staff rules and regulations approved by the Medical Staff Executive Committee or the Medical Staff are effective upon the approval of the Board of Trustees, which approval shall not be unreasonably withheld. The effective date of such amendments shall be the date approved by the Board of Trustees or such other date as the Board of Trustees may specify.

The Medical Staff Executive Committee shall have the power to adopt, without Medical Staff or Board of Trustees approval, such amendments to the Medical Staff rules and regulations as are, in the judgment of the Medical Staff Executive Committee, technical or legal modifications or clarifications, reorganization, or renumbering of the rules and regulations, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be effective immediately, subject to any further action by the Medical Staff and the Board of Trustees, and shall be reported as soon as reasonably practicable to the Medical Staff and to the Board of Trustees.

## **2.9.2 Departments Rules and Regulations**

Each department and its constituent divisions, services, and subunits, if applicable, will formulate written rules and regulations for the conduct of its affairs and the discharge of its responsibilities, all of which shall be consistent with the Medical Staff Bylaws, the Medical Staff rules and regulations, and the bylaws and policies of the Medical Center.

## **ARTICLE III CATEGORIES OF MEDICAL STAFF**

### **3.1 CATEGORIES**

The membership of the Medical Staff is divided into five (5) categories: Active Staff, Courtesy Staff, Consulting Staff, Affiliated Staff, and Honorary Staff. Consistent with the Medical Staff Bylaws, each Member shall be a member of one (1) such Medical Staff category.

In addition to the qualifications and obligations set forth in this Article III, every practitioner who seeks or enjoys Medical Staff membership must, at the time of application, appointment, and continuously thereafter, satisfy the qualifications and fulfill the obligations set forth in Sections 3.1 and 3.2 of Appendix 2, Credentialing Procedures or otherwise in the Medical Staff Bylaws.

### **3.2 ACTIVE STAFF**

The Active Staff shall consist of Members who admit patients, or otherwise provide patient care services, on a regular basis at the Medical Center and whose primary hospital affiliation is with the Medical Center, consistent with the following:

#### **3.2.1 Qualifications**

Qualifications of an Active Staff member shall include the following:

- (a) To be located close enough to the Medical Center to provide continuing care to his or her patients and to assure availability within a reasonable time period when patients' conditions require prompt attention; and
- (b) To regularly admit patients, as permitted by applicable law and Medical Center policy, or otherwise be regularly involved in the care of patients in the Medical Center facilities or have other substantial involvement in the functions of the Medical Staff.

#### **3.2.2 Obligations**

Obligations of an Active Staff member shall include the following:

- (a) To contribute to the organizational, administrative, and medico-administrative activities of the Medical Staff, including the quality assessment, risk management, utilization review, corporate compliance,

patient care assessment program, evaluation, monitoring, and performance improvement activities, and including service in the offices of the Medical Staff, departments, or divisions, and on committees of the Medical Center, Medical Staff, departments, or divisions, and faithfully performing the duties and responsibilities of any office or position to which elected or appointed;

- (b) To participate equitably in the discharge of the Medical Staff duties, responsibilities, and functions as reasonably assigned by the applicable Department Chair, Medical Staff officer, Office of the CEO, or other Medical Staff or Medical Center authorities, including the following:
  - (1) Participating in the on-call service roster and, when assigned to be the designated practitioner on-call, accepting responsibility for providing care to any patient on any unit of the Medical Center referred to the service for which he or she is providing on-call coverage, for providing care to patients in the Emergency Department (“ED”) in need of such services, and, when a patient’s condition so warrants, for providing outpatient follow-up care to the patient for the specific acute episode of illness or injury for which the patient presented to the ED, consistent with the provisions of Appendix 2, Part Three, Section 3.2(d) of the Bylaws;
  - (2) Giving consultation to other Medical Staff members consistent with his or her delineated privileges;
  - (3) Serving as a proctor for or otherwise participating in the review of practitioners during the provisional period; and
  - (4) Fulfilling such other Medical Staff functions as may reasonably be required.
- (c) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
- (d) To satisfy all other requirements and obligations of Active Staff members as may be set forth in the Medical Staff Bylaws.

### **3.2.3 Prerogatives**

Prerogatives of an Active Staff member shall include the following:

- (a) To admit patients without limitation as permitted by applicable law and within the scope of their licensure and except as otherwise provided in the Medical Staff Bylaws, the Medical Staff rules and regulations, and Medical Center admission policies;

- (b) To exercise such clinical privileges as are granted to him or her;
- (c) To participate in medical education and research programs, if applicable;
- (d) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff, to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (e) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications for the position involved.

### **3.3 COURTESY STAFF**

The Courtesy Staff shall consist of Members who have clinical privileges and admit patients, or otherwise provide patient care services, on an occasional basis at the Medical Center, consistent with the following:

#### **3.3.1 Qualifications**

Qualifications of a Courtesy Staff member shall include the following:

- (a) To be in the same proximity to the Medical Center as Active Staff members or to demonstrate appropriate coverage arrangements with one or more Active Staff members having appropriate clinical privileges to provide coverage for patients for whom the Courtesy Staff member is responsible;
- (b) To admit or otherwise provide services to patients in the Medical Center on an occasional basis as permitted by applicable law and Medical Center policy;
- (c) To demonstrate active participation in the Medical Staff activities at another hospital accredited by The Joint Commission or its equivalent, or to agree to serve on Medical Staff or department committees and to fulfill other Medical Staff membership obligations as may be required by the Department Chair; and
- (d) To provide, at the conclusion of his or her provisional period and at each reappointment, evidence of clinical performance at his or her principal institution in such form as may be required by the Division Chief, Department Chair, Credentials Committee, Medical Staff Executive Committee, Board of Trustees, or other Medical Staff or Medical Center authority in order to allow an appropriate judgment to be made with respect to his or her ability to exercise the clinical privileges requested.

### **3.3.2 Obligations**

Obligations of a Courtesy Staff member shall include the following:

- (a) To participate, if required by his or her Department Chair consistent with such department policies or practices, in the on-call service roster, consistent with the provisions of Appendix 2, Part Three, Section 3.2(d);
- (b) To carry out, if required by the Department Chair or otherwise accepted, service on Medical Staff or department committees, teaching assignments, or other Medical Staff activities and obligations in the same manner as required of an Active Staff member, including satisfying such meeting requirements as are applicable;
- (c) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
- (d) To satisfy all other requirements and obligations of Courtesy Staff members as may be set forth in the Medical Staff Bylaws.

### **3.3.3 Prerogatives**

Prerogatives of a Courtesy Staff member shall include the following:

- (a) To admit patients as permitted by applicable law and within the scope of their licensure and consistent with the Medical Staff Bylaws, the Medical Staff rules and regulations, and Medical Center admission policies;
- (b) To exercise such clinical privileges as are granted him or her;
- (c) To participate in medical education and research programs;
- (d) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff; to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (e) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications of the position involved.

## **3.4 CONSULTING STAFF**

The Consulting Staff shall consist of Members who consult on an occasional basis with respect to patient care services at the Medical Center, consistent with the following:

### **3.4.1 Qualifications**

Qualifications of a Consulting Staff member shall include the following:

- (a) To possess skills not generally available from other Medical Staff members that are needed at the Medical Center on a specific project or on an occasional basis in consultation.

### **3.4.2 Obligations**

Obligations of a Consulting Staff member shall include the following:

- (a) To carry out, if he or she agrees to accept such assignment, a committee or teaching assignment in the same manner as required by an Active Staff member; and
- (b) To satisfy all other requirements and obligations of Consulting Staff members as may be set forth in the Medical Staff Bylaws, provided that Consulting Staff members have no obligation to pay Medical Staff dues and assessments.

### **3.4.3 Prerogatives**

Prerogatives of a Consulting Staff member shall include the following:

- (a) To exercise such clinical privileges as are granted to him or her, but a Consulting Staff member may not be solely responsible for managing a patient at the Medical Center;
- (b) To accept committee assignments as may be requested by the Medical Staff President; and
- (c) To accept teaching assignments as may be requested by his or her Department Chair.

Consulting Staff members may not admit patients at the Hospital, may not hold office in the Medical Staff, and, except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, may not vote at the meetings of the Medical Staff, and may not vote at departments, divisions, or committees, except that a Consulting Staff member may be requested by the Medical Staff President and may agree to serve on a committee and, in that instance, may vote on such committee consistent with such appointment.

## **3.5 AFFILIATED STAFF**

The Affiliated Staff shall consist of Members who do not have clinical privileges and who refer patients for admission at the Medical Center by an Active Staff member in such a manner as to facilitate the continuity and quality of care (e.g., Members who use the services of the hospitalist program at the Medical Center), consistent with the following:



### **3.5.1 Qualifications**

Qualifications of an Affiliated Staff member shall include the following:

- (a) To refer patients for admission at the Medical Center by the hospitalist program or otherwise by an identified Active Staff member who agrees to accept such referrals in such a manner as to facilitate the continuity and quality of care; and
- (b) To have his or her office practice at a location within the primary service area of the Medical Center.

### **3.5.2 Obligations**

Obligations of an Affiliated Staff member shall include the following:

- (a) To carry out, if required by the Department Chair or otherwise accepted, service on Medical Staff or department committees, teaching assignments, or other Medical Staff activities and obligations in the same manner as required of an Active Staff member, including satisfying such meeting requirements as are applicable;
- (b) To pay all Medical Staff dues and assessments as set forth in the Medical Staff Bylaws; and
- (c) To satisfy all other requirements and obligations of Affiliated Staff members as may be set forth in the Medical Staff Bylaws.

### **3.5.3 Prerogatives**

Prerogatives of an Affiliated Staff member shall include the following:

- (a) To participate in medical education and research programs;
- (b) Except as provided in Article II, Section 2.4 of the Medical Staff Bylaws, to vote on all matters presented at regular and special meetings of the Medical Staff; to vote in his or her department, division, service, or subunit, if applicable, and to vote on all committees of which he or she is a member; and
- (c) To hold a Medical Staff or department office and to be chair of a committee, provided he or she satisfies the qualifications of the position involved.

Affiliated Staff members may not hold or exercise clinical privileges and may not admit or otherwise provide services to patients in the Medical Center. Furthermore, notwithstanding any other provision of these Medical Staff Bylaws, Affiliated Staff members shall not be permitted to apply for or be appointed to membership in any

department, division, service, or subunit of the Medical Staff that is subject to an exclusive contract arrangement with the Medical Staff.

### **3.6 HONORARY STAFF**

The Honorary Staff shall consist of Members who have retired from the practice of medicine and no longer admit patients, or otherwise provide patient care services, at the Medical Center, consistent with the following:

#### **3.6.1 Qualifications**

Qualifications for Honorary Staff membership include the following:

- (a) To be a former member of the Active Staff and, after retirement from practice, be appointed to this category status by the Board of Trustees upon the recommendation of the Medical Staff Executive Committee in recognition of long-standing service to the Medical Center or other noteworthy contributions to the Medical Center; and
- (b) To otherwise be a practitioner with outstanding professional attainment appointed to this category status by the Board of Trustees, after consideration of any recommendation of the Medical Staff Executive Committee.

#### **3.6.2 Obligations**

Honorary Staff members have no obligation to pay Medical Staff dues and assessments and have no category-specific obligations.

#### **3.6.3 Prerogatives**

Prerogatives of an Honorary Staff member shall include the following:

- (a) To accept committee assignments as may be requested by the Medical Staff President.

Honorary Staff members may not admit patients or otherwise provide professional services to patients at the Medical Center, may not hold office in the Medical Staff, and may not vote at the meetings of the Medical Staff, departments, divisions, or committees, except that an Honorary Staff member may be requested by the Medical Staff President and may agree to serve on a committee and, in that instance, may vote on such committee consistent with such appointment.

## **ARTICLE IV OFFICERS OF THE MEDICAL STAFF**

### **4.1 MEDICAL STAFF OFFICERS**

The officers of the Medical Staff shall be:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

The same individual may serve concurrently as both Secretary and Treasurer of the Medical Staff.

## **4.2 QUALIFICATIONS**

Each officer of the Medical Staff must:

- (a) Have been a member of the Active Staff at the time of nomination and election and remain a Member in good standing during his or her term of office;
- (b) Perform and discharge, willingly and faithfully, the duties and responsibilities and exercise the authority of the office held and work with the other Medical Staff and departmental officers and committee chairs, with the Office of the CEO and other Medical Center management representatives and committees, and with the Board of Trustees; and
- (c) Have demonstrated executive abilities in prior Medical Staff service and be willing to undergo Medical Staff officer training.

## **4.3 TERM OF OFFICE**

The term of office for Medical Staff officers is two (2) Medical Staff years. Officers assume office on the first day of January following their election, except that an officer elected or appointed to fill a vacancy assumes office immediately upon election or appointment. Each officer serves until the end of his or her term and until a successor is elected or appointed, unless he or she sooner resigns or is removed from office.

A Medical Staff officer is eligible to succeed himself or herself in the same office but not for more than a total of two (2) consecutive full two-year elected terms.

## **4.4 PRESIDENT**

The responsibilities and authority of the President of the Medical Staff, who is the Medical Staff's chief administrative officer and the Medical Staff's representative in its relationships to others, shall include the following:

- (a) To transmit to the Board of Trustees, to appropriate committees of the Medical Center, and to the Office of the CEO the views and recommendations of the Medical Staff, the Medical Staff Executive Committee, and other Medical Staff committees as appropriate on matters of Medical Center policy, planning,

operations, governance, and relationships with external agencies, and transmit the views and decisions of the Board of Trustees and the Office of the CEO to the Medical Staff Executive Committee, the Medical Staff membership, and other Medical Staff committees as appropriate;

- (b) To serve as the individual responsible for the organization and conduct of the Medical Staff, with whom the Board of Trustees shall directly consult on matters related to the quality of medical care provided to patients at the Medical Center and other matters of mutual concern, at meetings of the Board of Trustees and otherwise as deemed appropriate by the Board of Trustees in consultation with the President of the Medical Staff, and to designate an appropriate Medical Staff representative to participate in such consultations in his or her absence or as otherwise warranted under the circumstances;
- (c) To serve as an ex officio member of the Board of Trustees;
- (d) To oversee in conjunction with the Medical Staff Office and others as appropriate, compliance by the Medical Staff with regard to the procedural safeguards and rights of individual Medical Staff members in all stages of the Medical Center's credentialing processes;
- (e) To direct the operation and organization of the administrative policy-making and representative aspects of the Medical Staff, assist the Office of the CEO in coordinating these with administration, nursing, support, and other personnel and services, enforce compliance with the provisions of the bylaws, policies, procedures, standards, rules and regulations of the Medical Staff and the Medical Center related to these matters and with regulatory and accrediting agency requirements, and periodically evaluate the effectiveness of the organization;
- (f) To preside at and be responsible for the agenda of all regular and special meetings of the Medical Staff and of the Medical Staff Executive Committee;
- (g) To appoint, unless expressly provided otherwise in the bylaws of the Medical Center or Medical Staff, the chairs of Medical Staff committees, which shall be reported to the Medical Staff Executive Committee;
- (h) To serve as chair of the Medical Staff Executive Committee and perform such other committee chair and committee service responsibilities as may be set forth in Appendix 1, Medical Staff Organization, and serve as an ex officio member of all other standing and special Medical Staff committees, all as consistent with Appendix 1, Medical Staff Organization; and
- (i) To review and enforce compliance with standards of ethical conduct and professional demeanor among the members of the Medical Staff in their relations with each other, the Board of Trustees, Medical Center management, other professional and support staff, and the community the Medical Center serves.

#### **4.5 VICE PRESIDENT**

The responsibilities and authority of the Vice President, the second ranking Medical Staff officer, shall include the following:

- (a) To assume the duties and responsibilities and exercise all of the authority of the President of the Medical Staff when the latter is unavailable, temporarily or permanently, or refuses to accomplish the same;
- (b) To serve as a member of the Medical Staff Executive Committee and perform such other committee chair and committee service responsibilities as may be set forth in Appendix 1, Medical Staff Organization, and serve as an ex officio member, without vote, of all other standing and special Medical Staff committees, all as consistent with Appendix 1, Medical Staff Organization; and
- (c) To perform such additional duties as may be assigned by the Medical Staff President, the Medical Staff Executive Committee, the Board of Trustees, or as may be set forth in Appendix 1, Medical Staff Organization.

#### **4.6 SECRETARY**

The responsibilities and authority of the Secretary shall include the following:

- (a) To serve as a member of the Medical Staff Executive Committee and of such other committees as may be set forth in Appendix 1, Medical Staff Organization;
- (b) To be responsible for preparation of minutes of meetings of the Medical Staff and such other committees as may be set forth in Appendix 1, Medical Staff Organization;
- (c) To give proper notice of all Medical Staff meetings on order of the President of the Medical Staff and of all such other committee meetings as may be set forth in Appendix 1, Medical Staff Organization;
- (d) To assume, in the temporary absence of both the President and Vice President of the Medical Staff, the responsibilities and authority of the Medical Staff President; and
- (e) To perform such additional duties as may be assigned by the President of the Medical Staff, the Medical Staff Executive Committee, the Board of Trustees, or such other individuals or committees as may be set forth in Appendix 1, Medical Staff Organization.

#### **4.7 TREASURER**

The responsibilities and authority of the Treasurer shall include the following:

- (a) To serve as a member of the Medical Staff Executive Committee and of such other committees as may be set forth in Appendix 1, Medical Staff Organization;
- (b) To supervise the collection of and accounting for any funds that may be collected in the form of dues, assessments, or otherwise, and disperse these funds as directed by the Medical Staff Executive Committee;
- (c) To prepare, if funds are collected from dues, assessments, or otherwise, an annual financial report for transmittal to the Medical Staff at its annual meeting and to the Office of the CEO and any other interim reports that may be requested by the Medical Staff President, the Office of the CEO, or the Medical Staff Executive Committee; and
- (d) To perform such additional duties as may be assigned by the Medical Staff President, the Medical Staff Executive Committee, the Board of Trustees, or as otherwise set forth in Appendix 1, Medical Staff Organization.

#### **4.8 NOMINATION OF OFFICERS**

The Medical Staff committee responsible for the nominating function as set forth in Appendix 1, Medical Staff Organization, shall convene in or about September of each even-numbered year for the purpose of nominating one or more qualified candidates for each of the Medical Staff offices. Promptly thereafter, written notice of this slate of candidates shall be delivered or mailed to all voting Members and presented for election consistent with Section 4.9 below. Additional nominations of officers may be made from the floor at the annual meeting of the Medical Staff consistent with Section 4.9 below.

#### **4.9 ELECTION OF OFFICERS**

Medical Staff officers are elected by the Medical Staff, subject to approval by the Board of Trustees, at the annual meeting of the Medical Staff in each even-numbered year, provided that a quorum is present. If no candidate for a given office receives a majority vote, a runoff election is held by successive balloting such that the name of the nominee receiving the fewest votes is omitted from each successive slate until a majority vote is obtained by one (1) nominee.

#### **4.10 RESIGNATION OF OFFICERS**

Any Medical Staff officer may resign at any time by giving written notice to the Medical Staff Executive Committee. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or acceptance, as the case may be, or at any later time specified in it.

#### **4.11 REMOVAL OF OFFICERS**

- (a) *Action Required:*

A Medical Staff officer may be removed by a two-thirds majority vote of those Members present in person and voting at a special meeting of the Medical Staff called for

that purpose, provided that a quorum is present. In addition, the Board of Trustees may initiate the removal of an officer. In such case, the matter will be referred to a special combined committee of the Board of Trustees and the Medical Staff composed of no more than seven (7) members, five (5) of whom shall be Members of the Active Staff, and two (2) of whom shall be from the Board of Trustees. The Board of Trustees and the Medical Staff representatives are appointed respectively by the Chair of the Board of Trustees and by the highest-ranking Medical Staff officer not the subject of the removal action. The special committee may remove the officer by majority vote, provided that at least three (3) of the committee members voting in favor of removal are Members of the Medical Staff (regardless of their status as Board-appointed or Medical Staff-appointed committee members). The special committee's determination shall be the final decision in the matter and shall be reported to the Board of Trustees. The special committee may, at any time, suspend the officer from his or her duties pending its final decision.

(b) *Grounds:*

Permissible bases of removal of a Medical Staff officer include the following:

- (1) Failure to perform the duties of the position held in a timely and appropriate manner;
- (2) Failure to continuously satisfy the qualifications for the position; and
- (3) Failure to maintain himself or herself in good standing as a member of the Medical Staff.

(c) *Automatic Removal:*

Notwithstanding the above or any other provision of these Medical Staff Bylaws to the contrary, the following shall constitute grounds for the imposition of immediate action concerning a practitioner's status as a Medical Staff officer:

- (1) Whenever a practitioner's Medical Staff membership and clinical privileges are automatically terminated for any reason, including, but not limited to, revocation, non-renewal, resignation, or surrender of the practitioner's license to practice in the Commonwealth of Massachusetts, the practitioner is immediately and automatically removed from his or her position as a Medical Staff officer.
- (2) Whenever a practitioner's license to practice is suspended, or whenever a practitioner is placed on probation by or enters into a voluntary agreement not to practice with his or her licensing authority, his or her office holding prerogatives are immediately and automatically suspended and he or she is immediately and automatically removed from his or her position as a Medical Staff officer.

#### **4.12 VACANCY**

A vacancy in the office of Medical Staff President is filled by succession of the Medical Staff Vice President, who serves the remainder of the unexpired term.

A vacancy in the office of Medical Staff Vice President, Secretary or Treasurer is filled for the remainder of the unexpired term by appointment by the Medical Staff Executive Committee, subject to approval by the Board of Trustees.

### **ARTICLE V DEPARTMENTS AND DIVISIONS**

#### **5.1 DESIGNATION OF DEPARTMENTS**

The current departments of the Medical Staff, which reflect major clinical areas, are:

- (a) Department of Anesthesiology;
- (b) Department of Emergency Medicine;
- (c) Department of Family Medicine;
- (d) Department of Medicine;
- (e) Department of Obstetrics and Gynecology;
- (f) Department of Pathology;
- (g) Department of Pediatrics;
- (h) Department of Psychiatry;
- (i) Department of Radiology; and
- (j) Department of Surgery.

Additions, deletions, or combinations in the above list of departments may be made by the Board of Trustees, after considering recommendations from the Medical Staff Executive Committee and such other appropriate committees as may be designated in Appendix 1, Medical Staff Organization.

#### **5.2 DESIGNATION OF DIVISIONS, SERVICES, OR SUBUNITS WITHIN A DEPARTMENT**

Each Department Chair will determine, after consulting with appropriate members of the department, and subject to the approval of the Medical Staff Executive Committee and Board of Trustees, what, if any, divisions, services, or subunits will exist as distinct organizational components within the department. A current listing of said divisions, services, and subunits will be maintained by the Department Chair and the Medical Staff Office.



### **5.3 REQUIREMENTS FOR DEPARTMENT AFFILIATION**

Each department is a separate clinical, organizational component of the Medical Staff, and every Medical Staff member must have a primary affiliation with and membership in the department which most closely reflects his or her professional training, experience, and current practice. A practitioner may be granted membership or clinical privileges in one or more of the other departments. As appropriate or necessary for the organization and efficient functioning of each department, the Department Chair assigns the members of the department to the clinical division, service, or other subunit appropriate to their respective training and practice. A practitioner's exercise of clinical privileges within the jurisdiction of any department, or any division, service, or subunit thereof, is subject to the rules and regulations of that department and the authority of the Department Chair.

### **5.4 FUNCTIONS OF DEPARTMENTS**

#### **5.4.1 Generally**

The departments of the Medical Staff fulfill certain clinical, administrative, quality assessment, utilization review, collegial, and educational functions consistent with the Medical Staff Bylaws. These functions are performed on a multidisciplinary, Medical Staff, and Medical Center basis through Members affiliated with each department participating on Medical Staff committees and serving as Medical Staff officers. Each department or its divisions, services, or subunits must meet as required by the Medical Staff Bylaws for the purpose of receiving reports on the findings of review and evaluation of the quality and efficiency of care provided to patients served by the department and for such other purposes as may be necessary to carry out the functions required in the Medical Staff Bylaws.

#### **5.4.2 Clinical Functions**

The clinical functions of each department shall include the following:

- (a) To establish clinical policies, procedures, standards, rules and regulations relevant to the various clinical disciplines under its jurisdiction;
- (b) To provide an inter-specialty and inter-department forum for matters of clinical concern and for resolving clinical issues arising out of the interface between its members' activities and the activities of other patient care and administrative services;
- (c) To develop consistency in the patient care data, policies, procedures, standards, rules and regulations within the department and across any of its constituent divisions, services, or subunits;
- (d) To develop, with assistance from the various specialists and subspecialists, criteria for use in making credentials recommendations on initial appointments, reappointments, grants of clinical privileges, concluding the provisional period, and other credentialing matters concerning

practitioners and concerning the applications for and exercise of delineated clinical privileges by associate health professionals within such department; and

- (e) To recommend and define criteria for delineating clinical privileges for practitioners, associate health professionals, and crisis clinicians/crisis supervisors within such department, including the recommendation of and criteria for any clinical privileges that may be granted to be performed via telemedicine link, in compliance with Medical Staff and Medical Center bylaws, policies, procedures, standards, rules, and regulations, standards of The Joint Commission, and relevant law.

#### **5.4.3 Administrative Functions**

The administrative functions of each department shall include the following:

- (a) To provide a forum for its members to contribute their professional views and insights to the formation of the departmental, Medical Staff, and Medical Center policies and plans;
- (b) To communicate, through its Chair, formulated policies and plans back to its members for implementation;
- (c) To coordinate, through its Chair, the professional services of its members with those of other departments and with the Medical Center and Medical Staff support services;
- (d) To facilitate participation by the department and its members in the corporate compliance program at the Medical Center, including by requiring attendance at or completion of education and training programs; and
- (e) To make recommendations, through its Chair, to the Medical Staff Executive Committee, the Office of the CEO, and such other individuals and committees as appropriate or otherwise set forth in Appendix 1, Medical Staff Organization, concerning the short-term and long-term allocation and acquisition of resources to and provision of services by the Medical Center and department.

#### **5.4.4 Quality Assessment and Utilization Review Functions**

The quality assessment and utilization review functions of each department shall include the following:

- (a) To review quality assessment, risk management, utilization review, evaluation, and monitoring data and findings pertinent to the department and make recommendations to take action as appropriate;

- (b) To conduct special studies of inputs, processes, and outcomes of care, perform specified monitoring activities, and otherwise participate as required in the Medical Center's and Medical Staff's quality assessment and improvement activities;
- (c) To have in place mechanisms to identify certain aspects of care provided by the department, identify indicators to be used to monitor the quality of care, and evaluate the care provided; and
- (d) To report findings, conclusions, recommendations, and actions taken relative to the activities performed pursuant to this section to appropriate members of the department and such other performance improvement or other appropriate committees as may be set forth in Appendix 1, Medical Staff Organization.

#### **5.4.5 Collegial and Educational Functions**

The collegial and educational functions of each department shall include the following:

- (a) To provide clinical support between and among peers;
- (b) To teach, to promote and to engage in continuing education activities, and to share new knowledge relevant to the practice of the department members; and
- (c) To provide consultative advice to members of other departments.

### **5.5 FUNCTIONS OF DIVISIONS**

Divisions, services, and other subunits designated within a department will perform the same type of clinical, administrative, quality assessment, utilization review, collegial, and educational functions as provided above for departments as are assigned by the Department Chair.

### **5.6 MEETINGS OF DEPARTMENTS**

#### **5.6.1 Regular Meetings**

Departments and any divisions, services, or other subunits may, by resolution, provide the time for holding regular meetings, and no notice other than such resolution is then required. A department and any of its constituent divisions, services, and subunits, must meet regularly. In any event, each department must meet as a whole at least on a quarterly basis.

### **5.6.2 Special Meetings**

A special meeting of any department, division, service, or subunit may be called by the Department Chair or Division Chief and must be called by the Department Chair or Division Chief at the written request of the Board of Trustees, the Medical Staff Executive Committee, the Medical Staff President, one-fourth, but at least two (2), of the group's current Members in good standing, or otherwise as may be set forth in department rules and regulations.

### **5.6.3 Notice**

Reminder notices of regularly scheduled meetings of any department, division, service, or subunit may be provided through appropriate bulletins, newsletters, e-mails, or other reasonable means. Notice of any special meeting of a department, division, service, or subunit must be given orally in person or in writing by personal delivery or by mail at least five (5) business days prior to such special meeting. No business shall be transacted at any special meeting except that stated in the meeting notice.

### **5.6.4 Quorum**

Ten percent (10%), but at least two (2), of the voting Members present in person at a department, division, service, or other subunit meeting constitutes a quorum.

### **5.6.5 Minutes**

Minutes of all meetings of departments, divisions, services, and subunits will be maintained.

### **5.6.6 Other Procedures**

Any individual who, by virtue of position, attends a department meeting in more than one capacity shall be entitled to only one (1) vote.

Meetings of the departments, divisions, services, or subunits, will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

## **ARTICLE VI DEPARTMENT CHAIRS AND DIVISION CHIEFS**

### **6.1 DESIGNATION OF DEPARTMENT OFFICERS**

Consistent with Article V, Section 5.2 of the Medical Staff Bylaws, the officer positions in the departments are:

- (a) Department Chair,

- (b) Division Chief, and
- (c) Service or other subunit Director.

## **6.2 QUALIFICATIONS**

Each officer designated in a department must:

- (a) Be a member in good standing of the Active Staff and of the department or division, service, or subunit, as applicable, he or she is to head and remain in good standing throughout his or her term;
- (b) Be recognized for his or her current clinical ability in the clinical area covered by the department, division, service, or subunit;
- (c) Have demonstrated executive and administrative abilities through training or experience;
- (d) Perform and discharge, willingly and faithfully, the duties and responsibilities and exercise the authority of the office held and work with the other Medical Staff and departmental officers and committee chairs, with the Office of the CEO and other Medical Center management representatives and committees, and the Board of Trustees; and
- (e) Be board certified in the appropriate specialty or have established and documented equivalent credentials demonstrating comparable competence in the appropriate specialty.

## **6.3 SELECTION**

The chair of each department is appointed by the Board of Trustees. Nominations for Department Chairs are made by a committee consisting of representatives from the Board of Trustees, the Medical Staff, and the Medical Center administration, appointed by the Chair of the Board of Trustees after consultation with the Medical Staff President and the Office of the CEO. The Department Chair will appoint the individual to head any division, service, or subunit within such department.

## **6.4 TERM OF OFFICE**

The term of office of a Department Chair is governed by the terms of his or her employment or other contract with the Medical Center or affiliated entity. The term of office of a Division Chief and of a service or other subunit director is determined by the Department Chair.

## **6.5 RESIGNATION**

Resignation of a Department Chair is governed by the terms of his or her employment or other contract with the Medical Center or affiliated entity. If the contract does not address the

issue, a Department Chair may resign by giving written notice to the Office of the CEO and the Medical Staff Executive Committee. A Division Chief or service or other subunit director may resign by giving written notice to the Department Chair, the Medical Staff Executive Committee, and the Office of the CEO. The resignation of a department officer may or may not be made contingent on formal acceptance and takes effect on the date of receipt or acceptance, as the case may be, or at any later time specified in it.

## **6.6 REMOVAL**

- (a) *Department Chair:* Removal of a Department Chair is governed by the terms of his or her employment or other contract with the Medical Center or affiliated entity; and
- (b) *Division Chief:* Removal of a Division Chief or of any service or subunit director may be effected by the Department Chair. Permissible bases for removal of a Division Chief or director include failure to perform the duties of the position held in a timely and appropriate manner, failure to satisfy continuously the qualifications for the position, and physical or mental impairment, including alcohol or substance abuse, that renders the Division Chief or director incapable of fulfilling the duties of his or her position.

## **6.7 VACANCY**

A vacancy in the office of a Department Chair shall be filled by the Office of the CEO, after considering the recommendation of a committee, if any, similar to the search committee described in Section 6.3 above, subject to Board of Trustees approval. A vacancy in the office of Division Chief or director of any service or subunit within a department shall be filled by the Department Chair.

## **6.8 DEPARTMENT CHAIRS**

A Department Chair has the responsibility and authority to carry out the functions delegated to him or her and to the department by the Board of Trustees, by the Medical Staff Executive Committee or such other committee as may be designated in Appendix 1, Medical Staff Organization, in the Medical Staff Bylaws, and, where applicable, by contract or employment arrangement with the Medical Center, including the following:

- (a) To manage and oversee all clinical and related activities of the department;
- (b) To serve as the chair of the relevant Baystate Health, Inc. department and, working with the Chief Medical Officer for the Baystate Health, Inc. Northern, Eastern, or Western Region, respectively, provide oversight of the chiefs of the relevant departments at Baystate Franklin Medical Center, Baystate Wing Hospital Corporation, and Noble Hospital Corporation;
- (c) To manage and oversee all administrative activities of the department, including (1) to establish and appoint individual positions or department committees as necessary to perform the functions of the department and designate a chair of each

committee created, unless otherwise provided in the Medical Staff Bylaws; (2) to establish divisions, services, and other subunits within the department and appoint Division Chiefs and directors of any services or other subunits as appropriate and consistent with the Medical Staff Bylaws; and (3) to preside over and prepare the agenda for all department meetings;

- (d) To be responsible for the continuing surveillance of the professional performance of all individuals who have delineated privileges in the department and, to that end, to maintain continuing review of patient care and the professional performance of practitioners and associate health professionals exercising clinical privileges or performing specified services in the department and present written reports concerning patterns or situations affecting patient care to the Medical Staff Executive Committee or such other Medical Staff or Medical Center committees as may be appropriate, requested, or required;
- (e) To prepare and make recommendations to the Medical Staff concerning the criteria for clinical privileges that are relevant to the care provided in the department and concerning inquiries, investigations, and actions with respect to practitioners, associate health professionals, and crisis clinicians/crisis supervisors exercising privileges or providing services in the department;
- (f) To prepare and make recommendations to the Medical Staff concerning appointment, reappointment, and clinical privileges concerning each practitioner, associate health professional, and crisis clinician/crisis supervisor exercising clinical privileges or performing services in the department;
- (g) To assess and make recommendations to the Medical Staff and the Medical Center concerning needed patient care, treatment, and services not provided directly by the department or the Medical Center (e.g., through a contract with a third party);
- (h) To facilitate, on a continuing basis, the integration of the department into the primary functions of the Medical Center and the coordination and integration of interdepartmental and intradepartmental services through cooperation and coordination with the nursing and other patient care services and Medical Center management on all matters affecting patient care;
- (i) To participate in the development and implementation of policies and procedures that guide and support the provision of care, treatment, and services, including by serving as a member of such committees as may be designated in Appendix 1, Medical Staff Organization, by giving guidance on medical policies related to his or her department, and by making specific recommendations and suggestions regarding the department to the Medical Staff Executive Committee and such other committees as may be designated in Appendix 1, Medical Staff Organization, the Office of the CEO, and the Board of Trustees;

- (j) To assess and make recommendations, as may be appropriate from time to time, to Medical Center and Medical Staff authorities and committees, including but not limited to the Medical Staff Executive Committee, concerning resources, such as personnel and space, for needed patient care, treatment, and services;
- (k) To participate in the determination of and provide oversight concerning the qualifications and competence of department or service personnel who are not Members of the Medical Staff or Associate Professional Staff who provide patient care, treatment, and services;
- (l) To be responsible for the continuous assessment and improvement of the quality of care, treatment, and services in the department and, to that end, to assist in developing, implementing, and supervising departmental quality assessment, control, and improvement initiatives and other Medical Staff quality assessment, risk management, utilization review, evaluation, and monitoring activities as required in the Medical Staff Bylaws, including but not limited to the elements of focused professional practice evaluation and ongoing professional practice evaluation consistent with The Joint Commission credentialing standards, in cooperation with the Medical Staff President and Vice President, the Medical Staff Executive Committee, and such other committees as may be designated in Appendix 1, Medical Staff Organization, and the Board of Trustees;
- (m) To be responsible for the establishment, implementation, and effectiveness of orientation, continuing education, and training for all practitioners, associate health professionals, and others exercising clinical privileges or providing services in his or her department;
- (n) To be responsible for the general oversight of research programs in his or her department;
- (o) To participate, as required by the Office of the CEO, in the preparation of annual reports, and in planning with respect to the department's personnel, equipment, facilities, services, and budget;
- (p) To enforce the Medical Center and Medical Staff bylaws, policies, procedures, standards, rules, and regulations within the department, including initiating inquiries, investigations, and actions of clinical performance and recommending consultations to be provided or sought when necessary;
- (q) To communicate and implement within the department actions taken by the Medical Staff Executive Committee, the Board of Trustees, and other Medical Staff and Medical Center committees and authorities; and
- (r) To perform such other duties commensurate with the office as are set forth in the Medical Staff Bylaws, consistent with standards of accrediting entities, and, where applicable, set forth in a contract or employment arrangement with the Medical Center and as may, from time to time, be reasonably requested by the Medical Staff President, Medical Staff Executive Committee, or such other



committees as may be designated in Appendix 1, Medical Staff Organization, the Office of the CEO, or the Board of Trustees.

Each Department Chair must appoint a qualified temporary Acting Chair to exercise all the responsibility and authority of the Department Chair in his or her temporary absence.

## **6.9 DIVISION CHIEFS**

A Division Chief has the responsibility and authority to carry out the functions delegated to him or her and to the division by the Board of Trustees, by the Medical Staff, by the Medical Staff Executive Committee, by the Department Chair or by any executive committee within such department, in the Medical Staff Bylaws, and, where applicable, by contract or employment arrangement with the Medical Center, including the following:

- (a) To implement and supervise, in cooperation with the Department Chair and other appropriate officials and committees of the Medical Staff and Medical Center, systems to carry out the quality assessment and review functions assigned to the division;
- (b) To assist the Department Chair in planning with respect to the division's personnel, equipment, facilities, and services;
- (c) To communicate and implement within the division, in cooperation with the Department Chair, actions taken by the Medical Staff Executive Committee, the Board of Trustees, and other Medical Staff and Medical Center committees and authorities;
- (d) To maintain continuing review of patient care and of the professional performance of practitioners and associate health professionals exercising clinical privileges or performing specified services in the division and report to the Department Chair on patterns or situations affecting patient care;
- (e) To conduct investigations and submit reports and recommendations as required by the Medical Staff Bylaws or other relevant protocols regarding appointment, reappointment, delineation of and criteria for clinical privileges, and inquiries, investigations, and actions with respect to practitioners or associate health professionals exercising privileges or providing services in the division;
- (f) To enforce the Medical Center and Medical Staff bylaws, policies, procedures, standards, rules and regulations within the division, including initiating inquiries, investigations, and actions of clinical performance and recommending consultations to be provided or sought when necessary;
- (g) To preside over and prepare the agenda for division meetings;
- (h) To plan and implement, as appropriate to the division, educational and research programs; and

- (i) To perform such other duties commensurate with the office, as are set forth in the Medical Staff Bylaws, consistent with standards of accrediting entities, or as may, from time to time, be reasonably requested by the Department Chair.

Each Division Chief will appoint a qualified temporary Acting Chief to exercise all of his or her responsibility and authority in his or her temporary absence.

The directors of any services or other subunits within a department shall have the same responsibility and authority with respect to such service or subunit as Division Chiefs have with respect to their divisions.

## **ARTICLE VII COMMITTEES**

### **7.1 GENERALLY**

Consistent with the Medical Staff Bylaws, the purposes and responsibilities of the Medical Staff may be fulfilled by the functioning of standing committees of the Medical Staff as may be specified and described in Appendix 1, Medical Staff Organization, such other Medical Staff committees as may be established from time to time consistent with the Medical Staff Bylaws, and appropriate Medical Center committees that may be established from time to time consistent with the Medical Center bylaws.

### **7.2 COMMITTEES**

There shall be a Medical Staff Executive Committee, a Credentials Committee, and such other standing committees of the Medical Staff as specified and described in Appendix 1, Medical Staff Organization, and such other standing and special committees as may be established from time to time consistent with the Medical Staff Bylaws.

The Medical Staff President has the authority: (a) to create special committees of the Medical Staff, which shall be reported to the Medical Staff Executive Committee, and (b) to create standing committees of the Medical Staff subject to the approval of the Medical Staff Executive Committee.

### **7.3 SUBCOMMITTEES**

Any Medical Staff committee may elect to perform any of its specifically designated functions by constituting a subcommittee for that purpose and reporting such action to the Medical Staff Executive Committee in writing. Any such subcommittee may include individuals in addition to or other than members of the standing committee. Such additional members are appointed by the Committee Chair after consultation with the President of the Medical Staff or the appropriate Department Chair in the case of Medical Staff appointees and with the approval of the Office of the CEO when administrative staff appointments are to be made.

## **7.4 APPOINTMENT OF COMMITTEE MEMBERS AND COMMITTEE CHAIRS**

### **7.4.1 Medical Staff Committees**

Unless expressly provided otherwise in the bylaws of the Medical Center or Medical Staff: (i) the Medical Staff President shall appoint the chairs of Medical Staff committees, which shall be reported to the Medical Staff Executive Committee, and (ii) each Medical Staff committee chair, in consultation with the Medical Staff President, shall appoint the members of the respective Medical Staff committee, which shall be reported to the Medical Staff Executive Committee. Non-Medical Staff appointees to Medical Staff committees are subject to the approval of the Office of the CEO. Where necessary to accomplish a function or task assigned to a committee, the committee chair may call on special advisors from clinical specialties or administrative or patient care departments with expertise in the subject matter involved, after consultation with the Medical Staff President and with the Office of the CEO when Medical Center administrative or other departments are involved. Each committee chair may appoint a vice chair of such committee, who shall preside at any meetings from which the chair must be absent.

### **7.4.2 Medical Center Committees**

To the extent that Medical Staff members may serve on Medical Center committees, the appointment of Medical Staff members to any Medical Center committees shall be made by the Medical Staff President, in consultation with the Office of the CEO and with Department Chairs as appropriate. The Medical Staff will be represented and participate in Medical Center deliberations affecting the discharge of Medical Staff responsibilities.

## **7.5 EX OFFICIO MEMBERS**

The Office of the CEO and the Medical Staff President are ex officio members of all standing and special Medical Staff committees, with voting rights, unless expressly provided otherwise in Appendix 1, Medical Staff Organization. The Medical Staff Vice President is an ex officio member of all standing and special Medical Staff Committees, without vote, unless expressly provided otherwise in Appendix 1, Medical Staff Organization.

## **7.6 TERM, RESIGNATION, REMOVAL, AND VACANCY**

- (a) *Term:* Except as may be otherwise expressly provided in the Medical Staff Bylaws, each appointed member of a Medical Staff committee serves for a one (1) year term, unless he or she sooner resigns or is removed from the committee or the Medical Staff, and may be reappointed to the committee for an unlimited number of terms. Except as may be otherwise expressly provided in the Medical Staff Bylaws, each chair of a Medical Staff committee serves for a one (1) year term and may be reappointed for an unlimited number of terms.
- (b) *Resignation:* A member of a Medical Staff committee may resign by giving written notice to the committee chair and the Medical Staff President. Such

resignation may or may not be made contingent on formal acceptance and shall take effect on the date of receipt or acceptance, as the case may be, or at any later time specified in it.

- (c) *Removal:* A member or chair of a Medical Staff committee, except one serving ex officio, may be removed from the committee by the Medical Staff Executive Committee or the Board of Trustees, in consultation with the Medical Staff Executive Committee, on any of the following grounds: (1) failure to perform the duties of the position held in a timely and appropriate manner; (2) failure to continuously satisfy the qualifications of the position; and (3) failure to maintain himself or herself in good standing as a member of the Medical Staff.
- (d) *Vacancy:* A vacancy in any Medical Staff committee is filled for the unexpired portion of the term in the same manner through which original appointment is made.

## **7.7 MEETINGS OF COMMITTEES**

Any standing or special committee of the Medical Staff shall meet at the call of the chair and otherwise consistent with requirements as may be set forth in Appendix 1, Medical Staff Organization.

### **7.7.1 Notice**

Notices of committee meetings may be provided through appropriate bulletins, newsletters, e-mails, or other reasonable means.

### **7.7.2 Quorum**

One-fourth, but at least two (2), of the voting members present in person at a committee meeting constitutes a quorum, unless otherwise specified in the Medical Staff Bylaws.

### **7.7.3 Minutes**

Minutes of all committee or subcommittee meetings will be maintained.

### **7.7.4 Other Procedures**

Any individual who, by virtue of position, attends a committee meeting in more than one capacity shall be entitled to only one (1) vote.

Members of Medical Staff committees are expected to participate in person in the meetings of such committees. Upon a showing of good cause that a committee member is unable to be present at a particular meeting, the committee chair, in his or her discretion, may permit the member to participate in the meeting by teleconference.

Meetings of Medical Staff committees will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

## **ARTICLE VIII MEETINGS OF THE MEDICAL STAFF**

### **8.1 MEETINGS OF THE MEDICAL STAFF**

#### **8.1.1 Regular Meetings**

Regular meetings of the Medical Staff shall be held at least twice a year, in the spring and in the fall, unless an alternate time is announced by the Medical Staff President, subject to the approval of the Medical Staff Executive Committee. The annual meeting of the Medical Staff is the fall meeting. The Medical Staff Executive Committee may authorize the holding of additional regular Medical Staff meetings by resolution.

#### **8.1.2 Special Meetings**

A special meeting of the Medical Staff may be called by the Medical Staff President and must be called by the Medical Staff President at the written request of the Board of Trustees, the Medical Staff Executive Committee, or such other committee as may be so designated in Appendix 1, Medical Staff Organization, or ten (10) percent of the members of the Active Staff in good standing.

### **8.2 NOTICE**

Notice of any regular or special meeting of the Medical Staff shall be sent, by mail or by email, to each individual entitled to be present thereat at least five (5) business days before the date of such meeting. No business shall be transacted at any special meeting of the Medical Staff except that stated in such meeting notice.

### **8.3 ATTENDANCE**

Records of attendance at Medical Staff meetings shall be maintained. Attendance at Medical Staff meetings, including any failure without good cause to attend such meetings, may be considered during any evaluation of the Member, including reappointment, consistent with the Medical Staff rules and regulations.

### **8.4 QUORUM**

Ten percent (10%) of the voting Members present, either present in person or voting by absentee ballot as set forth in Section 8.5 below, at any regular or special meeting of the Medical Staff constitutes a quorum.

## **8.5 ACTION, VOTING, AND ABSENTEE BALLOT VOTING**

When a quorum exists for any question brought before a Medical Staff meeting, the affirmative vote of a majority of the voting Members present, either present in person or voting by absentee ballot, and voting on the question shall decide any such question, except where a larger vote is required by the Medical Staff Bylaws.

Members may be deemed present and may vote by absentee ballot (paper or electronic), provided that one (1) absentee voting ballot with instructions for submitting such ballot prior to the call of such meeting is included with the notice of such meeting to each voting Member.

## **8.6 MINUTES**

Minutes of all meetings shall be maintained and shall include a record of attendance, of the recommendations made, and of the votes taken on each matter. Copies of said minutes shall be approved at the next regular or special Medical Staff meeting and forwarded to the Office of the CEO.

## **8.7 OTHER PROCEDURES**

The President of the Medical Staff, or in his or her absence the Vice President, or another designee, shall preside at all Medical Staff meetings.

Any individual who, by virtue of position, attends a Medical Staff meeting in more than one capacity shall be entitled to only one (1) vote.

Meetings of the Medical Staff will be conducted according to the current edition of Robert's Rules of Order, provided that failure to comply with any such provisions therein at any meeting shall not be grounds for invalidating any action taken at such meeting after the meeting is adjourned. In the event of conflict between said Rules and any provision of the Medical Staff Bylaws, the latter are controlling.

## **ARTICLE IX CORRECTIVE ACTIONS AND FAIR HEARINGS**

Procedures governing corrective action and related proceedings, including corrective action requests, summary suspensions, automatic suspensions, automatic terminations, other automatic corrective actions, fair hearings, and appellate reviews concerning practitioners are set forth in Appendix 3, Corrective Actions and Fair Hearings.

## **ARTICLE X IMMUNITY AND RELEASES**

### **10.1 SPECIAL DEFINITIONS**

For the purposes of this Article, the following additional definitions shall apply regardless of capitalization:

*Activity* means the following:

- (a) Applications for appointment of Medical Staff membership and clinical privileges;
- (b) Applications for reappointment of Medical Staff membership and clinical privileges;
- (c) Request for modifications of Medical Staff membership or clinical privileges;
- (d) Corrective action or other disciplinary action;
- (e) Hearings and appellate reviews;
- (f) Quality improvement and patient care assessment program activities;
- (g) Utilization review and management activities;
- (h) Claims reviews;
- (i) Profiles and profile analysis;
- (j) Malpractice loss prevention;
- (k) Corporate compliance program activities; and
- (l) Other Medical Center, Medical Staff, department, division, service, or other subunit or committee activities related to monitoring and maintaining quality and efficient patient care and appropriate professional conduct, and such other activities as set forth in the Medical Staff Bylaws.

*Information* means any record of proceedings, minutes, interviews, records, reports, forms, memoranda, statements, investigations, examinations, hearings, meetings, recommendations, findings, evaluations, opinions, conclusions, actions, data, and other disclosures or communications, whether in written or oral form, relating to any activity specified in this Article; such information may relate to a practitioner's professional licensure or certification, education, training, clinical ability, judgment, utilization practices, character, physical or mental health, including alcohol or substance abuse, emotional stability, professional ethics, or any other matter that might, directly or indirectly, affect the quality or efficiency of patient care provided in the Medical Center or the practitioner's ability to exercise clinical privileges or to fulfill patient care or Medical Staff obligations.

*Representative* means the Medical Center and any member, parent, or affiliated entity; the Board of Trustees and any member or committee thereof; the Office of the CEO and his or her designees; the Medical Staff and any Member, officer, administrative personnel, clinical department, division, service, subunit, or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering, analysis, use, or disseminating functions.

*Third Party* means any individual or organization providing or receiving any information to or from any representative.

## **10.2 GENERALLY**

A practitioner, among other things set forth in the Medical Staff Bylaws:

- (a) Authorizes representatives to solicit, provide to third parties, and act upon information bearing on his or her professional ability, utilization practices, and other qualifications;
- (b) Agrees to be bound by the provisions of this Article and to waive all legal claims against any representative who acts in accordance with the provisions of this Article; and
- (c) Acknowledges that the provisions of this Article are express conditions to his or her application for or acceptance of Medical Staff membership and the continuation of such membership and to his or her exercise of clinical privileges at the Medical Center.

## **10.3 IMMUNITY FROM LIABILITY**

No representative shall be liable to a practitioner arising out of or otherwise concerning any activity or any information provided or received in the course of or otherwise concerning any activity.

## **10.4 RELEASES**

Each practitioner shall, upon request of the Medical Center, execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements as may be applicable under relevant law. Execution of such releases is not a prerequisite to the effectiveness of this Article. Releases, and provisions of the Medical Staff Bylaws and provisions of application forms relating to authorizations, immunity from liability, and releases, are in addition to other protections provided by relevant law and not in limitation thereof.

# **ARTICLE XI ASSOCIATE PROFESSIONAL STAFF**

## **11.1 GENERALLY**

There may be established an Associate Professional Staff, composed of categories of health care professionals other than Members.

## **11.2 RULES AND REGULATIONS**

The Associate Professional Staff shall be organized and governed in accordance with Associate Professional Staff rules and regulations adopted in accordance with the provisions of this section. The Associate Professional Staff rules and regulations shall be promulgated as are necessary, for example, to define criteria for appointment to the Associate Professional Staff and



for the delineation of clinical privileges of Associate Professional Staff members and to set forth the process for credentialing and privileging Associate Professional Staff members, which shall be consistent with the Medical Staff process. The Associate Professional Staff rules and regulations shall be reviewed at least annually. The Medical Staff Executive Committee shall adopt and amend such Associate Professional Staff rules and regulations, which shall become effective when approved by the Board of Trustees.

## **ARTICLE XII AMENDMENT**

### **12.1 GENERALLY**

The Board of Trustees holds the Medical Staff responsible for the periodic review of the Medical Staff Bylaws, consistent with Medical Center bylaws, policies, and relevant law. The Medical Staff Bylaws shall be reviewed at least annually. Suggestions for amendments to the Medical Staff Bylaws shall, in the usual course, be referred to the Medical Staff committee responsible for the Medical Staff Bylaws review function as may be designated in Appendix 1, Medical Staff Organization, which committee shall present its recommendations in a timely fashion to the Medical Staff Executive Committee for review and report to the Medical Staff.

### **12.2 MEDICAL STAFF APPROVAL**

The Medical Staff may approve by a two-thirds majority vote any proposed amendment to the Medical Staff Bylaws at any regular or special meeting of the Medical Staff, provided that a copy of the proposed amendment was mailed, sent electronically, or otherwise made available to each voting Member at the time of notice of the meeting, which must be at least fifteen (15) days prior to the meeting. Any amendments approved by the Medical Staff shall be forwarded to the Board of Trustees for its approval.

### **12.3 BOARD OF TRUSTEES APPROVAL**

Amendments to the Medical Staff Bylaws approved by the Medical Staff are effective upon the approval of the Board of Trustees, which approval shall not be unreasonably withheld. The effective date of such amendments shall be the date approved by the Board of Trustees or such other date as the Board of Trustees may specify.

In the event a conflict arises between the Medical Staff and the Board of Trustees concerning amendments to the Medical Staff Bylaws, the matter shall be submitted to an advisory committee for review and report to the Board of Trustees before the Board of Trustees takes final action. The size of any such advisory committee shall be decided jointly by the Chair of the Board of Trustees and the President of the Medical Staff, each of whom shall appoint the same number of members to the advisory committee from the Board of Trustees and from the Medical Staff Executive Committee or the Medical Staff, respectively.

### **12.4 TECHNICAL AND EDITORIAL AMENDMENTS**

The Medical Staff Executive Committee shall have the power to adopt, without Medical Staff or Board of Trustees approval, such amendments to the Medical Staff Bylaws as are, in the judgment of the Medical Staff Executive Committee, technical or legal modifications or

clarifications, reorganization, or renumbering of the Medical Staff Bylaws, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such amendments shall be reported as soon as reasonably practicable to the Medical Staff and to the Board of Trustees (but in no event later than thirty (30) days to the Office of the Clerk of the Medical Center on behalf of the Board of Trustees) and shall become effective ninety (90) days after their adoption by the Medical Staff Executive Committee unless the Board of Trustees disapproves of the amendments within the ninety (90)-day period.

### **ARTICLE XIII APPENDICES**

The following Appendices shall be attached hereto and incorporated in and as a part of the Medical Staff Bylaws: Appendix 1 - Medical Staff Organization; Appendix 2 - Credentialing Procedures; and Appendix 3 - Corrective Actions and Fair Hearings.

February 14, 2023